

RECORDATION NO. 7528-C Filed & Recorded

AUG 11 1975 -2 32 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT dated as of July 1, 1975, among WELLS FARGO BANK, National Association, as Trustee (hereinafter called the Trustee), and TRUST COMPANY FOR USL, INC., a corporation organized under the laws of the State of Illinois (hereinafter called the Company), as Owner-Trustee pursuant to an Owner Trust Agreement dated as of April 10, 1974, with United States Leasing International, Inc., as Agent and The Hospital Trust Leasing Corporation and CANADIAN NATIONAL RAILWAY COMPANY (hereinafter called the Lessee).

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement dated as of April 10, 1974, (hereinafter called the Equipment Trust Agreement), covering the sale, assignment and transfer to the Trustee of title to the railroad equipment described in Schedule I thereto (hereinafter called the Equipment or the Units);

WHEREAS the Company and the Lessee have entered into a Lease of Equipment dated as of April 10, 1974, (hereinafter called the Lease), leasing the above-mentioned Units;

WHEREAS the Trustee and the Company now desire to supplement the Equipment Trust Agreement as provided therein to set forth the Equipment specifically covered thereby by deleting from Schedule I to the Equipment Trust Agreement certain Equipment described therein; and

WHEREAS the Company and the Lessee now desire to supplement the Lease as provided therein to set forth the Units specifically covered thereby by deleting from Schedule I to the Lease certain Units described therein;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule I of the Equipment Trust Agreement is hereby amended to include only the Equipment described in Schedule I hereto.

2. Schedule I of the Lease is amended to include only the Units described in Schedule II hereto.

3. The Company will promptly cause this Supplement to be filed, recorded and deposited in like manner as the Equipment Trust Agreement and the Lease.

4. Except as amended hereby, the Equipment Trust Agreement and the Lease shall remain unaltered and in full force and effect.

5. This Supplement may be executed in counterparts, and it shall not be necessary for each party to execute the same counterpart so long as each party shall execute one counterpart which shall be delivered to the other parties hereto, provided, however, that the counterpart delivered to the Trustee shall be deemed to be the original counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

WELLS FARGO BANK, National
Association, as Trustee,

by

Trust Officer

[Corporate Seal]

Attest:

Assistant Secretary

TRUST COMPANY FOR USL, INC.,
Owner-Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

CANADIAN NATIONAL RAILWAY
COMPANY,

by

Vice President

[Corporate Seal]

Attest:

Secretary

STATE OF CALIFORNIA,)
) ss.:
CITY AND COUNTY OF SAN FRANCISCO,)

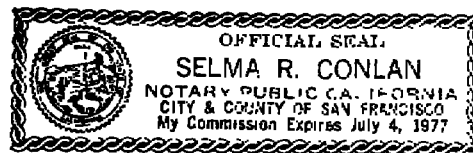
On this *14th* day of *July* 1975, before me
personally appeared **R. T. DREILING**

to me personally known, who, being by me duly sworn, says that
he is a Trust Officer of WELLS FARGO BANK, National Association,
that one of the seals affixed to the foregoing instrument is the
corporate seal of said national banking association, that said
instrument was signed and sealed on behalf of said national
banking association by authority of its By Laws, and they
acknowledged that the execution of the foregoing instrument
was the free act and deed of said national banking association.

My Commission expires

Selma R. Conlan
Notary Public

[NOTARIAL SEAL]



STATE OF CALIFORNIA,)
) ss.:
CITY AND COUNTRY OF SAN FRANCISCO,)

On this day of 1975, before me personally appeared

to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of TRUST COMPANY OF U.S., INC., that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires

Notary Public

[NOTARIAL SEAL]

PROVINCE OF QUEBEC,)
) ss.:
CITY OF MONTREAL,)

On this day of 1975, before me
personally appeared ,
to me personally known, who, being by me duly sworn, says
that he is the of CANADIAN NATIONAL
RAILWAY COMPANY, that one of the seals affixed to the fore-
going instrument is the corporate seal of the said corpo-
ration, that said instrument was signed and sealed on behalf
of said corporation by authority of its Board of Directors,
and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Commissioner of Oaths

[NOTARIAL SEAL]

SCHEDULE I--Equipment Trust Agreement

<u>Quantity</u>	<u>Type</u>	Identifying Numbers (both <u>inclusive</u>)
3	Depressed center flat cars, AAR Class FD	CN 674100-674102
90	Gondola coal cars, AAR Class GT	CN 199200-199289

SCHEDULE II--Lease

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
3	Depressed center flat cars, AAR Class FD	CN 674100-674102
90	Gondola coal cars, AAR Class GT	CN 199200-199289

SUPPLEMENT dated as of July 1, 1975, among WELLS FARGO BANK, National Association, as Trustee (hereinafter called the Trustee), and TRUST COMPANY FOR USL, INC., a corporation organized under the laws of the State of Illinois (hereinafter called the Company), as Owner-Trustee pursuant to an Owner Trust Agreement dated as of April 10, 1974, with United States Leasing International, Inc., as Agent and The Hospital Trust Leasing Corporation and CANADIAN NATIONAL RAILWAY COMPANY (hereinafter called the Lessee).

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement dated as of April 10, 1975, ^{BSM 1274 Am} (hereinafter called the Equipment Trust Agreement), covering the sale, assignment and transfer to the Trustee of title to the railroad equipment described in Schedule I thereto (hereinafter called the Equipment or the Units);

WHEREAS the Company and the Lessee have entered into a Lease of Equipment dated as of April 10, 1974, (hereinafter called the Lease), leasing the above-mentioned Units;

WHEREAS the Trustee and the Company now desire to supplement the Equipment Trust Agreement as provided therein to set forth the Equipment specifically covered thereby by deleting from Schedule I to the Equipment Trust Agreement certain Equipment described therein; and

WHEREAS the Company and the Lessee now desire to supplement the Lease as provided therein to set forth the Units specifically covered thereby by deleting from Schedule I to the Lease certain Units described therein;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule I of the Equipment Trust Agreement is hereby amended to include only the Equipment described in Schedule I hereto.

2. Schedule I of the Lease is amended to include only the Units described in Schedule II hereto.

3. The Company will promptly cause this Supplement to be filed, recorded and deposited in like manner as the Equipment Trust Agreement and the Lease.

4. Except as amended hereby, the Equipment Trust Agreement and the Lease shall remain unaltered and in full force and effect.

5. This Supplement may be executed in counterparts, and it shall not be necessary for each party to execute the same counterpart so long as each party shall execute one counterpart which shall be delivered to the other parties hereto, provided, however, that the counterpart delivered to the Trustee shall be deemed to be the original counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

WELLS FARGO BANK, National
Association, as Trustee,

by

Trust Officer

[Corporate Seal]

Attest:

Assistant Secretary

TRUST COMPANY FOR USL, INC.,
Owner-Trustee,

by

Ben Maushardt

Authorized Officer

[Corporate Seal]

Attest:

Joanne L. Miller

Authorized Officer

CANADIAN NATIONAL RAILWAY
COMPANY,

by

Vice President

[Corporate Seal]

Attest:

Secretary

STATE OF CALIFORNIA,)
) ss.:
CITY AND COUNTY OF SAN FRANCISCO,)

On this day of , before me
personally appeared ,
to me personally known, who, being by me duly sworn, says that
he is a Trust Officer of WELLS FARGO BANK, National Association,
that one of the seals affixed to the foregoing instrument is the
corporate seal of said national banking association, that said
instrument was signed and sealed on behalf of said national
banking association by authority of its By Laws, and they
acknowledged that the execution of the foregoing instrument
was the free act and deed of said national banking association.

My Commission expires

Notary Public

[NOTARIAL SEAL]

STATE OF CALIFORNIA,)
)
CITY AND COUNTRY OF SAN FRANCISCO,) ss.:

On this 18TH day of *July* 1975, before me personally appeared **BEN MAUSHARDT**, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of TRUST COMPANY OF U.S., INC., that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires DEC 6 1975

Walter J. Michael

Notary Public

[NOTARIAL SEAL]

SCHEDULE I--Equipment Trust Agreement

<u>Quantity</u>	<u>Type</u>	Identifying Numbers (both <u>inclusive</u>)
3	Depressed center flat cars, AAR Class FD	CN 674100-674102
90	Gondola coal cars, AAR Class GT	<i>CN B/M</i> CH 199200-199289


SCHEDULE II--Lease

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
3	Depressed center flat cars, AAR Class FD	CN 674100-674102
90	Gondola coal cars, AAR Class GT	^{CN} <i>DTM</i> CH 199200-199289

SUPPLEMENT dated as of July 1, 1975, among WELLS FARGO BANK, National Association, as Trustee (hereinafter called the Trustee), and TRUST COMPANY FOR USL, INC., a corporation organized under the laws of the State of Illinois (hereinafter called the Company), as Owner-Trustee pursuant to an Owner Trust Agreement dated as of April 10, 1974, with United States Leasing International, Inc., as Agent and The Hospital Trust Leasing Corporation and CANADIAN NATIONAL RAILWAY COMPANY (hereinafter called the Lessee).

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement dated as of April 10, 1974, (hereinafter called the Equipment Trust Agreement), covering the sale, assignment and transfer to the Trustee of title to the railroad equipment described in Schedule I thereto (hereinafter called the Equipment or the Units);

WHEREAS the Company and the Lessee have entered into a Lease of Equipment dated as of April 10, 1974, (hereinafter called the Lease), leasing the above-mentioned Units;



WHEREAS the Trustee and the Company now desire to supplement the Equipment Trust Agreement as provided therein to set forth the Equipment specifically covered thereby by deleting from Schedule I to the Equipment Trust Agreement certain Equipment described therein; and

WHEREAS the Company and the Lessee now desire to supplement the Lease as provided therein to set forth the Units specifically covered thereby by deleting from Schedule I to the Lease certain Units described therein;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule I of the Equipment Trust Agreement is hereby amended to include only the Equipment described in Schedule I hereto.

2. Schedule I of the Lease is amended to include only the Units described in Schedule II hereto.

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IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

WELLS FARGO BANK, National
Association, as Trustee,

by

Trust Officer

[Corporate Seal]

Attest:

Assistant Secretary

TRUST COMPANY FOR USL, INC.,
Owner-Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

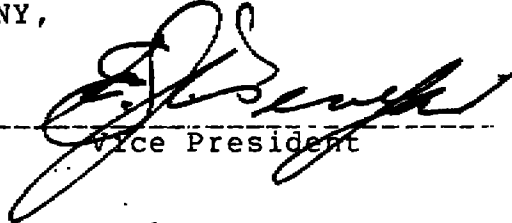
Authorized Officer





CANADIAN NATIONAL RAILWAY
COMPANY,

by


Vice President

[Corporate Seal]

Attest:


ASSISTANT Secretary

STATE OF CALIFORNIA,)
) ss.:
CITY AND COUNTY OF SAN FRANCISCO,)

On this day of , before me
personally appeared ,
to me personally known, who, being by me duly sworn, says that
he is a Trust Officer of WELLS FARGO BANK, National Association,
that one of the seals affixed to the foregoing instrument is the
corporate seal of said national banking association, that said
instrument was signed and sealed on behalf of said national
banking association by authority of its By Laws, and they
acknowledged that the execution of the foregoing instrument
was the free act and deed of said national banking association.

My Commission expires

Notary Public

[NOTARIAL SEAL]

STATE OF CALIFORNIA,)
)
CITY AND COUNTRY OF SAN FRANCISCO,) ss.:

On this day of 1975, before me
personally appeared
to me personally known, who, being by me duly sworn, says
that he is an Authorized Officer of TRUST COMPANY OF U.S.,
INC., that one of the seals affixed to the foregoing instru-
ment is the corporate seal of the said corporation, that
said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors, and
he acknowledged that the execution of the foregoing instru-
ment was the free act and deed of said corporation.

My Commission expires.

Notary Public

[NOTARIAL SEAL]

SCHEDULE I--Equipment Trust Agreement

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
3	Depressed center flat cars, AAR Class FD	CN 674100-674102
90	Gondola coal cars, AAR Class GT	CN 199200-199289

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SCHEDULE II--Lease

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
3	Depressed center flat cars, AAR Class FD	CN 674100-674102
90	Gondola coal cars, AAR Class GT	CN 199200-199289

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